



Joseph Transportation Services, Inc.

a subsidiary of Joseph Transportation

December 23, 2002

Mr. Vernon Williams
Records Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 24033-c FILED

DEC 24 02 1-06 PM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of November 22, 2002, between the following parties:

Lessee: Virginia Electric and Power Company
5000 Dominion Blvd.
Glen Allen, VA 23060

Lessor: Joseph Transportation Services, Inc.
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, ninety-four (94) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of November 22, 2002 related to ninety-four (94) railcars bearing reporting marks JTSX 300106 – 300114, inclusive and 300337 – 300431, sporadic.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24033. The filing fee for this document in the amount of \$30.00 is included on check #20626. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

Joseph Transportation Services, Inc.

Julie M. Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 22nd day of November, 2002, is intended to evidence the amendment dated as of November 22, 2002 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **VIRGINIA ELECTRIC AND POWER COMPANY**, a Virginia public service corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the ninety-four (94) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum of Lease") between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on July 18, 2002, with Recordation No. 24033. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 24033-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

RECORDATION NO. 24033-C FILED

LESSOR

JOSEPH TRANSPORTATION SERVICES, INC.

By: _____

Title: President

Date: November 22, 2002

DEC 24 '02

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SURFACE TRANSPORTATION BOARD

LESSEE

VIRGINIA ELECTRIC AND POWER COMPANY

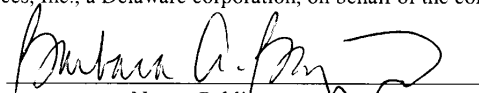
By: _____

Title: AUTHORIZED REP.

Date: 11/27/02

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 22nd day of November, 2002, by Paul G. Jantsch, the President of Joseph Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.




Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF Virginia)
)
COUNTY OF Henrico) SS:

The foregoing instrument was acknowledged before me this 27th day of November, 2002, by D.K. Dehan, the authorized representative of Virginia Electric and Power Company, a Virginia public service corporation, on behalf of the corporation.



Notary Public

SHERRIE S. BRADLEY
Notary Public, State of Virginia
No. 141841
Qualified in Hanover County
Commission Expires April 30, 2006

EXHIBIT A

To the Memorandum of Amendment No. 1 dated November 22, 2002, between Joseph Transportation Services, Inc. and Virginia Electric and Power Company.

DESCRIPTION OF UNITS

Ninety-four (94) railcars bearing reporting marks as follows:

JTSX	300337	JTSX	300377	JTSX	300409
JTSX	300339	JTSX	300378	JTSX	300410
JTSX	300341	JTSX	300379	JTSX	300411
JTSX	300342	JTSX	300380	JTSX	300413
JTSX	300343	JTSX	300381	JTSX	300414
JTSX	300345	JTSX	300382	JTSX	300415
JTSX	300346	JTSX	300383	JTSX	300416
JTSX	300347	JTSX	300384	JTSX	300417
JTSX	300348	JTSX	300385	JTSX	300418
JTSX	300351	JTSX	300386	JTSX	300419
JTSX	300352	JTSX	300387	JTSX	300420
JTSX	300355	JTSX	300388	JTSX	300421
JTSX	300356	JTSX	300389	JTSX	300422
JTSX	300358	JTSX	300390	JTSX	300423
JTSX	300359	JTSX	300391	JTSX	300424
JTSX	300360	JTSX	300392	JTSX	300425
JTSX	300361	JTSX	300393	JTSX	300426
JTSX	300362	JTSX	300395	JTSX	300427
JTSX	300363	JTSX	300396	JTSX	300428
JTSX	300364	JTSX	300397	JTSX	300429
JTSX	300365	JTSX	300398	JTSX	300430
JTSX	300366	JTSX	300399	JTSX	300431
JTSX	300367	JTSX	300400	JTSX	300106
JTSX	300368	JTSX	300401	JTSX	300107
JTSX	300369	JTSX	300402	JTSX	300108
JTSX	300370	JTSX	300403	JTSX	300109
JTSX	300371	JTSX	300404	JTSX	300110
JTSX	300372	JTSX	300405	JTSX	300111
JTSX	300373	JTSX	300406	JTSX	300112
JTSX	300374	JTSX	300407	JTSX	300113
JTSX	300375	JTSX	300408	JTSX	300114
JTSX	300376				